



1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF NEW YORK

3 -----X

4 VIACOM INTERNATIONAL, INC., COMEDY
5 PARTNERS, COUNTY MUSIC
6 TELEVISION, INC., PARAMOUNT
7 PICTURES CORPORATION, and BLACK
8 ENTERTAINMENT TELEVISION, LLC,

9 Plaintiffs,

10 vs.

No. 07-CV-2203

11 YOUTUBE, INC., YOUTUBE, LLC,
12 and GOOGLE, INC.,

13 Defendants.

14 -----X

15 THE FOOTBALL ASSOCIATION PREMIER
16 LEAGUE LIMITED, BOURNE CO., et al.,
17 on behalf of themselves and
18 all others similarly situated,

19 Plaintiffs,

20 vs.

No. 07-CV-3582

21 YOUTUBE, INC., YOUTUBE, LLC,
22 and GOOGLE, INC.,
23 Defendants.

24 -----X

25 HIGHLY CONFIDENTIAL

VIDEOTAPED DEPOSITION OF ZAHAVAH LEVINE
SAN FRANCISCO, CALIFORNIA

THURSDAY, APRIL 2, 2009

BY: KATHERINE E. LAUSTER, CSR 1894, RPR, CRR, CLR
Job No. 16721

1 LEVINE 87-0002

2 BY MR. HART:

3 Q. Right. But RealNetworks had a copy on its
4 server; correct?

5 MR. KRAMER: Hang on a sec. Calls for
6 speculation.

7 You can answer.

8 THE WITNESS: I believe so.

9 BY MR. HART:

10 Q. Okay. And when you say in your resume,
11 Exhibit 1, that you.

12 Managed all aspects of domestic and
13 international digital music licensing,
14 who was licensing what from whom?

15 A. RealNetworks was licensing sound recording
16 rights from record labels.

17 Q. Uh-huh.

18 A. And -- primarily --

19 Q. Okay.

20 A. -- and music publishing rights from music
21 publishers.

22 Q. Okay.

23 A. And music videos from record labels.

24 Q. Okay. And what about music publishing
25 with respect to music videos? Who was that licensed

1 LEVINE 87-0003

2 from at Rhapsody?

3 A. It was licensed through the record labels.

4 Q. I see. And for music publishing rights,

5 did you deal with individual music publishers or

6 with any sort of centralized entity to secure those

7 licenses?

8 MR. KRAMER: Objection. The question is

9 vague. With respect to music videos or otherwise?

10 BY MR. HART:

11 Q. In any respect.

12 A. We dealt with the Harry Fox Agency --

13 Q. Okay.

14 A. -- to get a -- a license for on demand

15 streaming of the repertoire that it represented.

16 Q. Okay. And do you know offhand what

17 proportion of the universe relevant to Rhapsody

18 Harry Fox represented in terms of the repertoire?

19 MR. KRAMER: Just a second. Is -- is that

20 information -- it's public? It's RealNetworks'

21 information that's public?

22 MR. HART: I'm actually not asking about

23 RealNetworks. I'm asking about Harry Fox.

24 MR. KRAMER: Well, you said that's

25 relevant to --

1 LEVINE 87-0004

2 MR. HART: Well, David -- I expect David
3 to. That's actually his job.

4 BY MR. HART:

5 Q. So please.

6 A. I think what I said was that the amount
7 of -- the amount of rep- -- the amount of use of
8 their repertoire that they will -- they were able to
9 identify --

10 Q. Uh-huh.

11 A. -- was less than what they purported to
12 represent. So there was uncertainty over how much
13 they actually represented.

14 Q. Okay. And when you say "identify," what
15 do you mean by that?

16 A. So the -- the operational way that that --
17 the way that that license operated was we would send
18 to Harry Fox a list of the sound recordings that we
19 had licensed from record labels.

20 Q. Uh-huh.

21 A. And they would send us back a "yes" or
22 "no," "cleared" or "not cleared," based on their
23 information.

24 Q. Okay.

25 A. And the -- the number of yeses that we